GREENBERG TRAURIG, LLP
Allen G. Kadish
Burke A. Dunphy
200 Park Avenue
New York, New York 10166
Telephone: (212) 801-9200
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Proposed Attorneys for Mount Vernon
Monetary Management Corp., *et al*., Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
MOUNT VERNON MONETARY MANAGEMENT CORP., *et al.*,	:	Case No. 10-________ ( )
	:	Joint Administration Pending
Debtors.	:	

APPLICATION FOR AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF GREENBERG TRAURIG, LLP AS COUNSEL TO THE DEBTORS

Mount Vernon Monetary Management Corp. ("**MVMMC**"), and its affiliates, as debtors and debtors in possession (collectively, the "**Debtors**"),[1] hereby seek an order authorizing the employment and retention of Greenberg Traurig, LLP as counsel to the Debtors, and in support thereof respectfully represent:

Summary of Relief Requested

1. The Debtors submit this application (the "**Application**") for entry of an order pursuant to Sections 327(a) and 328(a) of the United States Bankruptcy Code (the

[1] The Debtors are: 1540 Roosevelt Avenue, LLC; 185 LLC; 415 Huguenot LLC; 44 N. Saw Mill, LLC; American Armored Car, Ltd.; Annex Corp.; Armored Money Services, LLC; ATM Management, LLC; Barron ATM Corp.; Crystal Public Communications, Inc.; District Central Station Alarm Corp.; District Central Alarm Service Corp.; District Security Services, LLC; EZ-KI Realty Corp; EZ-RI Realty Corp.; GNC Payroll Plus, Inc.; GT Public Services, Inc. (f/k/a Public Access Networks Services Inc.); Manhattan Money Branch.com, Inc.; Michelle Corp.; MKey, LLC; Money Kiosk Corp.; Montgomery Check Cashing Corp.; Mount Vernon Monetary Management Corp.; Mount Vernon Money Center Corp. (a/k/a/ MVMC Corp.); M.V.M.C. Service Station, Inc.; MVMC Holding Corp.; MVMC Service, Inc.; MVMM Corp.; NowCash, Ltd.; Quick Cash, LLC; Time Square Payment Center, Inc.; Vet's ATM Corp.; and Zipes Equities, Ltd.

"**Bankruptcy Code**"), Rules 2014(a), 2016(b) and 5002 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the "**Local Rules**"), (a) authorizing the Debtors to retain Greenberg Traurig, LLP ("**Greenberg Traurig**" or the "**Firm**") as counsel to the Debtors in these Chapter 11 cases effective as of the Petition Date, and (b) providing any additional relief required in order to effectuate the foregoing. The facts and circumstances supporting this Application are as set forth herein and in the declaration of Allen G. Kadish (the "**Kadish Declaration**"), which is attached hereto as Exhibit A and incorporated herein by reference.

2. The Debtors seek to retain Greenberg Traurig because of the firm's extensive general experience and knowledge in the field of debtor and creditor rights and business reorganizations under Chapter 11 of the Bankruptcy Code. Moreover, Greenberg Traurig is well suited for the type of representation required by the Debtors. Greenberg Traurig maintains an office for the practice of law in New York, New York, where these cases are pending and has extensive experience appearing before the courts in this district. In addition, Greenberg Traurig has substantial experience representing debtors in reorganization cases. Greenberg Traurig is an international law firm with approximately 1,750 attorneys in 30 offices. The members of the Firm practice in almost every practice area, including bankruptcy, litigation, real estate, business, international trade, employment, tax, labor, regulatory corporate, and commercial law.

3. Accordingly, the Debtors determined that Greenberg Traurig has the resources and experience necessary to represent them in these cases. Furthermore, Greenberg Traurig has become intimately familiar with the Debtors' business and operations and many of

the legal issues that may arise in the context of these cases while acting as the Debtors' bankruptcy counsel since mid-March, 2010. The Debtors believe that Greenberg Traurig's employment is in the best interest of the Debtors, their estates, and their creditors. Thus, the Debtors desire that Greenberg Traurig continue to represent them in connection with these cases.

Jurisdiction, Venue and Statutory Predicates

4. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is core pursuant to 28 U.S.C. § 157(b)(2) (A), (B) and (O). Venue is proper in this Court pursuant to 28 U.S.C. § 1408. The Debtors seek the relief requested herein pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016(b) and 5002, and Local Rules 2014-1 and 2016-1.

Background

5. On the date hereof (the "**Petition Date**"), each of the Debtors filed with this Court a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. The Debtors operate their businesses and manage their properties as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code, as described below.

6. Simultaneous with the filing of this pleading, the Debtors filed a motion with this Court pursuant to Bankruptcy Rule 1015 seeking joint administration of the Debtors' cases.

7. No creditors' committee has been appointed in these cases. No trustee or examiner has been appointed in these cases.

The Debtors

8. For a detailed description of the Debtors, their creditors and businesses as well as the circumstances leading to these filings, the Debtors refer the Court and other interested

parties to the contemporaneously-filed *Declaration of Allen D. Applbaum in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief,* (the "**First Day Declaration**"),[2] which is incorporated herein by reference to the extent required to give context to or factual support for this Motion.

Scope of Employment

9. The professional services that Greenberg Traurig expects to render to the Debtors include, but shall not be limited to, the following:

a. providing legal advice with respect to the Debtors' powers and duties as debtors-in-possession in the continued operation of their business and management of their property;

b. negotiating, drafting, and pursuing all documentation necessary in these cases;

c. preparing on behalf of the Debtors all applications, motions, answers, orders, reports, and other legal papers necessary to the administration of the Debtors' estates;

d. appearing in court and protecting the interests of the Debtors before the Court;

e. assisting with any disposition of the Debtors' assets, by sale or otherwise;

f. attending all meetings and negotiating with representatives of creditors, the United States Trustee, and other parties-in-interest;

g. providing legal advice regarding bankruptcy, corporate, real estate, employment, transactional, tax, labor law and other issues to the Debtors' in connection with the Debtors bankruptcy

[2] The First Day Declaration is available on PACER, the Court's electronic docket system. Any party unable to retrieve this document from PACER may contact the Debtors' counsel for a copy. Capitalized terms used therein and undefined herein shall have the meanings used therein.

case; and

h. performing all other legal services for, and providing all other necessary legal advice to, the Debtors which may be necessary and proper in these cases.

10. Subject to this Court's approval of this Application, Greenberg Traurig has indicated that it is willing to serve as Debtors' counsel in these cases to perform the services described above.

Greenberg Traurig's Disinterestedness

11. To the best of the Debtors' knowledge and except to the extent disclosed herein and in the Kadish Affidavit, Greenberg Traurig (a) is a "disinterested person" within the meaning of Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and (b) does not hold or represent an interest adverse to the Debtors' estates.

Professional Compensation

12. Section 328(a) of the Bankruptcy Code authorizes the employment of a professional person on any reasonable terms and conditions of employment, including on an hourly basis. Greenberg Traurig intends to apply for compensation for professional services rendered in connection with these cases subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules and orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Greenberg Traurig. A statement pursuant to Rule 2016 of the Bankruptcy Rules and Section 329 of Bankruptcy Code is attached hereto as Exhibit B and is incorporated herein by reference. Greenberg Traurig has advised the Debtors that the current hourly rates applicable to the attorneys and paralegals proposed to represent the Debtors are at the rates set forth in the Kadish Declaration and incorporated herein by reference. The Debtors understand

that the hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions.

13. Greenberg Traurig has also advised that Debtors that it will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to Greenberg Traurig's clients outside of bankruptcy and in accordance with Sections 330 and 331 of the Bankruptcy Code and any orders of this Court.

14. Other than as set forth herein, and in the Kadish Declaration, there is no proposed arrangement to compensate Greenberg Traurig. Greenberg Traurig has not shared, nor agreed to share, (a) any compensation it has received or may receive with any other party or person, other than with the shareholders, counsel, and associates of Greenberg Traurig, or (b) any compensation another person or party has received or may receive.

Request for Approval of Retention of
Greenberg Traurig, Effective as of the Petition Date

15. The Debtors request that Greenberg Traurig's retention be made effective as of the Petition Date, in order to allow Greenberg Traurig to be compensated for the work it performs for the Debtors following the Petition Date and prior to the Court's consideration and approval of this Application. With the filing of these cases, Greenberg Traurig will immediately have to turn its attention to urgent matters including, but not limited to, finalizing various "first day" and "second day" motions, and addressing a variety of business, employee, and creditor related issues which are expected to arise as a result of these Chapter 11 cases. The Debtors submit that under the circumstances, and to avoid irreparable harm to the Debtors' estates that may occur if Greenberg Traurig is not immediately retained, approval of the Application effective as of the Petition Date is warranted.

16. The Debtors further submit that because the relief requested in this Application is necessary to avoid immediate and irreparable harm to the Debtors for the reasons set forth herein and in the First Day Declaration, Bankruptcy Rule 6003 has been satisfied and the relief requested herein should be granted.

No Prior Application

17. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, the Debtors respectfully request entry of an order (i) authorizing the Debtors to employ and retain GT as counsel to the Debtors in these Chapter 11 cases effective as of the Petition Date, and (ii) granting such other and further relief as is just and proper.

Dated: New York, New York
May 27, 2010

GREENBERG TRAURIG, LLP

By: /s/ Allen G. Kadish
Allen G. Kadish
Burke A. Dunphy
200 Park Avenue
New York, New York 10166
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kadisha@gtlaw.com
dunphyb@gtlaw.com

Proposed Attorneys for Mount Vernon Monetary Management Corp., *et al.*, Debtors and Debtors in Possession

MOUNT VERNON MONETARY MANAGEMENT CORP., *et al.*,
Debtors and Debtors in Possession

/s/ Allen D. Applbaum
Allen D. Applbaum, as
Sole Corporate Manager

Exhibit A

Declaration of Allen G. Kadish

GREENBERG TRAURIG, LLP
Allen G. Kadish
Burke A. Dunphy
200 Park Avenue
New York, New York 10166
Telephone: (212) 801-9200
Facsimile: (212) 801-6400
Proposed Attorneys for Mount Vernon
Monetary Management Corp., *et al*., Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	Chapter 11
MOUNT VERNON MONETARY MANAGEMENT CORP., *et al.*,	Case No. 10-________ ( )
	Joint Administration Pending
Debtors.	

DECLARATION OF ALLEN G. KADISH IN SUPPORT OF APPLICATION FOR AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF GREENBERG TRAURIG, LLP AS COUNSEL TO THE DEBTORS

Allen G. Kadish, being duly sworn, deposes and says:

1. I am a shareholder of the law firm of Greenberg Traurig, LLP ("**Greenberg Traurig**" or the "**Firm**"), an international law firm which maintains offices throughout the United States, including at 200 Park Avenue, New York, New York 10166, in which I am resident. I am admitted to practice before this Court.

2. I submit this declaration on behalf of Greenberg Traurig in support of the application (the "**Application**")[1] filed by Mount Vernon Monetary Management Corp. ("**MVMMC**"), and its affiliates, as debtors and debtors in possession (the "**Debtors**")[2] for entry

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[1] Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

[2] The Debtors are: 1540 Roosevelt Avenue, LLC; 185 LLC; 415 Huguenot LLC; 44 N. Saw Mill, LLC; American Armored Car, Ltd.; Annex Corp.; Armored Money Services, LLC; ATM Management, LLC; Barron ATM Corp.; Crystal Public Communications, Inc.; District Central Station Alarm Corp.; District Central Alarm

of an order pursuant to Sections 327(a) and 328(a), of the United States Bankruptcy Code (the "**Bankruptcy Code**"), Rules 2014(a), 2015(b) and 5002 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the "**Local Rules**"), authorizing the employment and retention of Greenberg Traurig as counsel to the Debtors effective as of the petition date (the "**Affidavit**"). Except as otherwise indicated herein, I have personal knowledge of the facts set forth herein, and if called as a witness, would testify competently thereto.[3]

Qualifications of Greenberg Traurig

3. Greenberg Traurig maintains an office for the practice of law in New York, New York. Greenberg Traurig has extensive experience appearing before courts in this district and has substantial experience representing debtors in Chapter 11 cases. Greenberg Traurig also has the resources and experience necessary to represent the Debtors in these Chapter 11 cases.

Greenberg Traurig's Disclosure Procedures

4. Greenberg Traurig served as counsel for the Debtors pre-petition. To the best of my knowledge and information after due inquiry, and except as disclosed herein, Greenberg Traurig has other known connection with the Debtors, their creditors, any other party-in-interest herein, or their respective attorneys or professionals, but does not hold, or represent any entity having an adverse interest in connection with these Chapter 11 cases. For so long as

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Service Corp.; District Security Services, LLC; EZ-KI Realty Corp; EZ-RI Realty Corp.; GNC Payroll Plus, Inc.; GT Public Services, Inc. (f/k/a Public Access Networks Services Inc.); Manhattan Money Branch.com, Inc.; Michelle Corp.; MKey, LLC; Money Kiosk Corp.; Montgomery Check Cashing Corp.; Mount Vernon Monetary Management Corp.; Mount Vernon Money Center Corp. (a/k/a/ MVMC Corp.); M.V.M.C. Service Station, Inc.; MVMC Holding Corp.; MVMC Service, Inc.; MVMM Corp.; NowCash, Ltd.; Quick Cash, LLC; Time Square Payment Center, Inc.; Vet's ATM Corp.; and Zipes Equities, Ltd.

[3] Certain of the disclosures herein relate to matters within the knowledge of others at Greenberg Traurig.

Greenberg Traurig represents the Debtors, and absent further order of this Court, Greenberg Traurig will not represent any entity other than the Debtors in connection with these Chapter 11 cases.

5. As more fully described hereinafter, Greenberg Traurig maintains a computer client database (the "**Client Database**") containing the names of all of Greenberg Traurig's current and former clients and, where practical, the known affiliates of those clients. In connection with preparing this Declaration, I caused to be submitted to, and caused to be checked against, the Client Database those potentially interested parties in these cases listed in Exhibit 1 hereto, which party names were provided to Greenberg Traurig by the Debtors (collectively, the "**Potentially Interested Parties**"). Greenberg Traurig compared the names of the Potentially Interested Parties against the Client Database.

6. This inquiry revealed that certain of the Potentially Interested Parties are current or former Greenberg Traurig clients (a list of such parties is attached hereto as Exhibit 2, incorporated herein by reference, and is referred to as the "**Client Match List**"). Through the information generated from the computer inquiry, and through follow-up inquiries with Greenberg Traurig attorneys responsible for certain clients listed on the Client Match List to the extent necessary, Greenberg Traurig determined that its representation of those clients on the Client Match List concerned matters unrelated to the Debtors and these Chapter 11 cases.

7. Through a firm wide email, Greenberg Traurig will solicit information from its attorneys to determine whether any attorneys employed by Greenberg Traurig are related to the Honorable Bankruptcy Judge presiding over these Chapter 11 cases, the United States Trustee for Region 2, or any attorney known to Greenberg Traurig to be employed in the New York, New York Office of the United States Trustee. Greenberg Traurig will also solicit

information from its attorneys to determine whether any attorneys employed by Greenberg Traurig are equity security holders of any of the Debtors although this is highly unlikely as the Debtors are privately owned by one individual.[4] Except as otherwise set forth herein, no such connections have been discovered to date. In the event that any additional information is received, Greenberg Traurig will supplement this Affidavit to the extent necessary.

8. Greenberg Traurig maintains and systematically updates its Client Database in the ordinary course of business, and it is the regular practice of Greenberg Traurig to make and maintain these records. The Client Database maintained by Greenberg Traurig is designed to include every matter on which Greenberg Traurig is now or has been engaged, the entity by which Greenberg Traurig is now or has been engaged and, in each instance, the identity of related parties and adverse parties and the name of attorney at Greenberg Traurig that is knowledgeable about the matter. It is the policy of Greenberg Traurig that no new matter may be accepted or opened without completing and submitting to those charged with maintaining the Client Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, the Client Database is regularly updated for every new matter undertaken by Greenberg Traurig.

9. With approximately 1,750 lawyers in 30 offices, Greenberg Traurig has connections with certain creditors and other parties-in-interest in these cases. Those connections include representation of the entity, an affiliate, or related party, as well as representation of parties adverse to such parties, affiliates, or related parties. In addition to the connections disclosed herein and in Exhibit 2, it is possible that Greenberg Traurig and certain of its shareholders, counsel, and associates may have in the past represented, may currently represent, and may in the future represent parties-in-interest of the Debtors in connection with matters

[4] And in one instance, the entity is half owned by his wife

unrelated to the Debtors or these Chapter 11 cases. Moreover, Greenberg Traurig appears in many cases, proceedings, and transactions involving different attorneys, financial consultants, and investment bankers, some of which may now or in the future represent the Debtors, Potentially Interested Parties or other parties-in-interest in these Chapter 11 cases. From time to time, Greenberg Traurig will supplement this Declaration to the extent necessary.

10. None of Greenberg Traurig's representations of any of the parties-in-interest in these Chapter 11 cases accounted for more than 2% of Greenberg Traurig's aggregate revenues during fiscal year 2009 or 2010 to date, nor does Greenberg Traurig represent such parties on any issue relating to the Debtors or their estates. As in any complex Chapter 11 case, however, it may become necessary for the Debtors to pursue legal action against certain parties who appear on the Client Match List. In that event, to the extent required by the Bankruptcy Code or applicable ethical rules governing the conduct of attorneys and law firms, the Debtors will retain and assign conflicts counsel with the task of pursuing such matters.

Disinterestedness

11. Based on the foregoing and except as otherwise set forth herein, neither I, Greenberg Traurig, nor any shareholder, of counsel, or associate thereof, insofar as I have been able to ascertain based on the information currently available to me, represents any interest adverse to the Debtors in these cases or related to the matters for which Greenberg Traurig is to be engaged. To the best of my knowledge, information, and belief, Greenberg Traurig is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code in that Greenberg Traurig, its shareholders, of counsel, and associates:

a. are not creditors, equity security holders, or insiders of the Debtors;

b. are not and were not, within two years before the date of the filing of the Debtors'

chapter 11 petitions, a director, officer, or employee of the Debtors; and

c. do not have an interest materially adverse to the interest of the estates or any class of creditors or equity security holders by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or for any other reason.

<u>Scope of Employment</u>

12. The Debtors anticipate that Greenberg Traurig may render the following services in these Chapter 11 cases pursuant to the terms described herein:

a. providing legal advice with respect to the Debtors' powers and duties as debtors-in-possession in the continued operation of their business and management of their property;

b. negotiating, drafting, and pursuing all documentation necessary in these cases;

c. preparing on behalf of the Debtors all applications, motions, answers, orders, reports, and other legal papers necessary to the administration of the Debtors' estates;

d. appearing in court and protecting the interests of the Debtors before the Court;

e. assisting with any disposition of the Debtors' assets, by sale or otherwise;

f. attending all meetings and negotiating with representatives of creditors, the United States Trustee, and other parties-in-interest;

g. providing legal advice regarding bankruptcy, corporate, real estate. employment, transactional, tax, labor law and other issues to the Debtors in connection with the Debtors bankruptcy cases; and

h. performing all other legal services for, and

providing all other necessary legal advice to, the Debtors which may be necessary and proper in the cases.

Professional Compensation

13. Greenberg Traurig intends to apply for compensation for professional services rendered in connection with these Chapter 11 cases subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules and orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Greenberg Traurig. Greenberg Traurig has advised the Debtors that the current hourly rates applicable to the principal attorneys and paralegals proposed to represent the Debtors are:

Professional	Rate Per Hour
Allen G. Kadish (Shareholder)	$770
Gino Tonetti (Associate)	$475
Burke A. Dunphy (Associate)	$405
Gabriel Gold (Associate)	$360
Doreen Cusumano (Paralegal)	$280

Other attorneys and paralegals will render services to the Debtors as needed. Generally, Greenberg Traurig's hourly rates are in the following ranges:

Professional	Rate Per Hour
Shareholders	$340 to $1090
Of Counsel	$250 to $935
Associates	$160 to $610
Legal Assistants/Paralegals	$75 to $310

14. The Debtors understand that the hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. The hourly rates set forth above are Greenberg Traurig's standard hourly rates for work of this nature inside or outside bankruptcy. These rates are set at a level designed to fairly compensate Greenberg Traurig for its work and to cover fixed and routine overhead expenses.

15. It is Greenberg Traurig's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for working meals, computerized research, and transcription costs, as well as non-ordinary overhead expenses such as overtime for secretarial personnel and other staff. Greenberg Traurig will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to Greenberg Traurig's clients outside of bankruptcy. Greenberg Traurig believes that these expenses should fairly be charged to the clients incurring them rather than to increasing the hourly rates and spreading the expenses among all clients. In addition, Greenberg Traurig intends to seek compensation for all time and expenses associated with its retention in accordance with Sections 330 and 331 of the Bankruptcy Code and any orders of this Court, including the preparation of the Application, this Affidavit, and related documents, as well as any monthly fee statements or interim or final fee applications and related issues.

16. Prior to the Petition Date, Greenberg Traurig was employed by the Receiver for the Debtors in connection with preparation for their Chapter 11 filings and related matters.

17. During the ninety days immediately preceding the Petition Date, the Debtors posted retainers to GT from time to time in the aggregate amount of $733,414.90 (plus Chapter 11 filing fees in the amount of $34,287.00). Fees of $476,883.60 and expenses of $6,531.30 were paid in accordance with an Order of the United States District Court in the receivership case. Greenberg Traurig is currently holding a retainer totaling $250,000.00 (the

"**Retainer**"), which Retainer is to be applied by Greenberg Traurig in payment of compensation and reimbursement of expenses incurred in the future, subject to prior Court approval as set forth below. As of the Petition Date, Greenberg Traurig was not owed any amounts by the Debtors in respect of pre-petition services provided.

18. Other than as set forth herein, there is no proposed arrangement to compensate Greenberg Traurig. Greenberg Traurig has not shared, nor agreed to share, (a) any compensation it has received or may receive with any other party or person, other than with the shareholders, counsel, and associates of Greenberg Traurig, or (b) any compensation another person or party has received or may receive.

19. By reason of the foregoing, I believe Greenberg Traurig is eligible for employment and retention pursuant to Sections 327(a), 328(a), 329, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b), and Local Rules 2014-1 and 2016-1.

I declare pursuant to 26 U.S.C. §1746, that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

Dated: New York, New York
May 27, 2010

/s/ Allen G. Kadish
ALLEN G. KADISH

Attachment 1
Potentially Interested Parties

Receiver

Allen D. Applbaum, Receiver
FTI Consulting, Inc.

Debtors and Affiliates

106 Haven Corp.
1540 Roosevelt Avenue, LLC
185, LLC
23 1st Street Realty Corp.
333 Corporation
415 Huguenot, LLC
44 N Saw Mill, LLC
Adirondack Estates, Inc.
American Armored Car, Ltd.
American Money Services
Annex Corp.
Armored Money Services, LLC
ATM Management Services, LLC
ATM Management, LLC
Barron ATM Corp.
Cashzone Check Cashing Corp.
Central Office Alarm Company, Ltd.
COAC, Inc.
Cooper Land Farms, LLC
Crystal Public Communications, Inc.
District Central Station Alarm Corp.
District Security Services, LLC
East Village
EZ-RI Realty Corp.
G&R Check Cashing Corp.
GNC Payroll Plus, Inc.
Golden Screen Interactive Technologies
Gowanus Check Cashing Corporation
GT Public Services, Inc.
Integreon Discovery Solutions, Inc.
M.V.M.C. Service Station, Inc.
Manhattan Money Branch
Michelle Corp./Michelle Realty
MKEY, LLC
Money Kiosk Corp.
Montgomery Check Cashing Corp.
Mount Vernon Monetary Management Corp.
Mount Vernon Monetary Management Corp.
MVMC Corp.
MVMC Holding Corp.
MVMC Service, Inc.
MVMC, Inc.
MVMM Corp.
NowCash Ltd.
P.P.Z., Inc.
Quick Cash, LLC
Riverdale Check Cashing Corp.
Scenic View Estates, Ltd.
Time Square Payment Center, Inc.
Turf Tech Lawn Care Systems, Inc.
USA Payrolls, LLC
Vets ATM Corp.
Zipes Equities, Ltd.

Former Officers and Directors

Egan, Robert
Caccavale, Nancy
Ciraolo, Lucy
Collins, Joseph E.
Defazio, Mark
Dominick Colasuonno
Egan, Christopher
Egan, Iris
Egan, Matthew
Egan, Robert C.
Egan, Robert F.
Ehresmann, Frank
Fornuto, Ralph
Jordan, Cliff
Lakow, Phyllis Z.
McGarry, Bernie
McGarry, Brendan
McGarry, Eamon
Valdez, Donato, Jr.
Zabatino, Sal

Creditors

75 Haven Avenue, LLC
A.P.O.W. Towing, LLC
Abbott, Reiss & Allen, P.C.
Access to Money
Actor's Federal CU
Actors Federal Credit Union
ADI
Advent Automation Inc.
AIG Bank
Alarm Warehouse
All State Air Control
American Management Systems
Atlantic Bank
Atlas ATM Corp.
ATM Access, Inc.
ATM of America, Inc.
ATM Systems Corp
ATM World
Atmgurus
B.W. Partners Inc.
Bank of America
Bay Ridge FCU
Bridge Auto Parts
BVIG Financial
Card Access, Inc.
CardPro
Carver FCU
Cash Connect WSFS
Cash to Go
Central Parking Systems
Consolidated Payroll Services
Corporative Home Care
Corsi Tire
David Weber Oil Co.
Delgado Casa de Cambio
Dell Business Credit
Dell Financial Services
Delta Employee CU
Diebold Webster Bank
District Central Station, LLC
Dolex Dollar Express
Domestic Bank

Domestic Bank CT
Eagle Express Systems
Eastchester Check Cashing
Elizabeth NJ Firemen's Federal Credit Union
Emigrant Bank
Entertainment Federal Credit Union
Exxon Mobil Fleet
GECC
Ezki
Financial Assurance Federal Credit Union
First Premiere Bank
Fordham
Global Process Services
GMC Maintenance, Inc
Grafico Inc.
Guardian
Hudson Heritage FCU
IBM Metro EFCU
In Box Check Cashing Service, Inc.
Innovus
Inserra Supermarkets
Interstate Thermographers Corp
Ise Office Plus
Jasper Engines
Kemco Sales Inc.
La Nacional Corp
Mahopac National Bank
March of Dimes
Metal Management Northeast
Metro-North Railroad
Metropolitan Lumber
Mobile Money
Modern Fuel
Moneygram Payment System
Morphis, Inc.
MSBA Employees Federal Credit Union
N Y S Banking Department
Nassau Educators Credit Union
National ATM, Inc.
Nationwide Money (ADP FCU)
New York Community Bank
New York Merchants Protective
New York University
Northeast Alliance Federal Credit Union
Northeastern Engineers FCU
Northern Video System
Northwestern Mutual Life
Nova Savings Bank
NY Community Financial
Outdial Systems, Inc.
Pantel
Pelham Heights Exxon
Pelham Heights Gas Station
Pepsico E.F.C.U
PR Check Cashing
Pratt, John
Rapid Multiservices
RDC Payroll Services
Saks Fifth Avenue Federal Credit Union
Signature Bank
Sound Federal Savings
Speed Cash Corp.
Sprint
Stamford Municipal Federal Credit Union
Stanley Peimer
StanSon Automated
State Bank of Long Island
State Payroll Pickup Service
Sterling National Bank
Systemax Corp.
Timemaster, Inc.
Titan Armored Car
TNT Coney Island
TNT Machines, Inc.
Tranax Technologies, Inc.
Trans-Fast Remittance, LLC
Travelex
TRM
Truck King International
U.S. Bank
U.S. Bank/Elan
U.S. Courthouse Federal Credit Union
Union Center Bank
United Overhead Door Corp.
Unity Bank
USA Financial Services, LLC
USB
Verizon
Watson, Watson
Webster Bank
Wepawaug Flag Federal Credit Union
Winzer Corporation
Zoha, Inc.

Attachment 2
Client Match List

The following names were compared to Greenberg Traurig's Client Database. As noted below, Greenberg Traurig has represented in the past or currently represents certain Potentially Interested Parties, including various entities that may be related to or affiliated with the Potentially Interested Persons, in matters unrelated to the Debtors or these cases.

Potentially Interested Party	Greenberg Traurig's Client Reference
RECEIVER	
FTI Consulting, Inc.	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future FTI Consulting LLC in matters unrelated to the Debtors or these cases.
DEBTOR AFFILIATES	
Annex Corp.	In the past Greenberg Traurig represented Annex Properties, Inc., a possible affiliate of Annex Corp., in matters unrelated to the Debtors or these cases.
Cashzone Check Cashing Corp.	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future, Cash Zone, LLC, a possible affiliate of Cashzone Check Cashing Corp., in matters unrelated to the Debtors or these cases.
G&R Check Cashing Corp.	In the past Greenberg Traurig represented G&R Enterprises LLC, a possible affiliate of G&R Check Cashing Corp., in matters unrelated to the Debtors or these cases.
Golden Screen Interactive Technologies	In the past Greenberg Traurig represented Golden Screen Interactive Technologies in matters unrelated to the Debtors or these cases.

CREDITORS	
ADI	In the past Greenberg Traurig represented in the past ADI Development, Inc., ADI Investment Dadeland, Inc., and ADI Investment Bayshore, Inc., possible affiliates of ADI in matters unrelated to the Debtors or these cases. Greenberg Traurig currently represents, has represented in the past and will likely represent in the future Terra-ADI Bayshore Inc., and Terra-ADI Dadeland, Inc., possible affiliates of ADI in matters unrelated to the Debtors or these cases.
Advent Automation	Greenberg Traurig currently represents, has represented in the past and will likely represent in the future Advent International Corporation, a possible affiliate of Advent Automation Inc., in matters unrelated to the Debtors or these cases.
AIG	Greenberg Traurig currently represents, has represented in the past and will likely represent in the future American International Group and certain of its affiliates. All matters in which Greenberg Traurig represents these parties are unrelated to the Debtors or these cases.
Atlantic Bank	In the past Greenberg Traurig represented Atlantic Bank of New York, an affiliate of Atlantic Bank, in matters unrelated to the Debtors or these cases.
Bank of America/Elan	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future, Bank of America and certain of its affiliates, including Elan Financial Services, in matters unrelated to the Debtors or these cases.
Central Parking System	In the past Greenberg Traurig represented Central Parking System in matters unrelated to the Debtors or these cases.

Dell Business Credit Dell Financial Services	Greenberg Traurig currently represents, has represented in the past and will likely represent in the future Dell Financial Services, Inc., and certain of its affiliates, each of which are affiliated with Dell Business Credit and Dell Financial Services. All matters for which Greenberg Traurig represents these parties are unrelated to the Debtors or these Cases.
Emigrant Bank	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future, Emigrant Bank and certain of its affiliates in matters unrelated to the Debtors or these cases
Exxon Mobile Fleet	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future, Exxon Mobile Corporation, and certain of its affiliates in matters unrelated to the Debtors or these cases.
Fordham	Greenberg Traurig currently represents, has represented in the past and will likely represent in the future Fordham University in matters unrelated to the Debtors or these cases.
GECC	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future General Electric Capital Corporation and certain of its affiliates in matters unrelated to the Debtors or these cases.
Grafico	In the past Greenberg Traurig represented Grafico Nacionales S.A., a possible affiliate of Grafico, in matters unrelated to the Debtors or these cases.
Guardian	Greenberg Traurig currently represents, has represented in the past and will likely represent in the future Guardian Financial Corporation and certain of its affiliates, each of which are possible affiliates of Guardian. All matters for which Greenberg Traurig represents these parties are unrelated to the Debtors or the Cases.

March of Dimes	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future March of Dimes Birth Defects Foundation in matters unrelated to the Debtors or the Cases.
Moneygram Payment System	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future Moneygram Payment Systems, Inc. in matters unrelated to the Debtors or the Cases.
Northwestern Mutual Life	Greenberg Traurig currently represents, has represented in the past and will likely represent in the future Northwestern Mutual Life Investment Services and certain of its affiliates, each of which are affiliated with Northwestern Mutual Life. All matters for which Greenberg Traurig represents these parties are unrelated to the Debtors or the Cases.
PepsiCo	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future PepsiCo and certain of its affiliates in matters unrelated to the Debtors or the Cases.
RDC Payroll Services	Greenberg Traurig currently represents, has represented in the past and will likely represent in the future Railroad Development Corporation (RDC), which may or may not be affiliated with RDC Payroll Services, in matters unrelated to the Debtors or the Cases.
Saks Fifth Avenue Credit Union	In the past Greenberg Traurig represented Saks, Incorporated in matters unrelated to the Debtors or the Cases.
Sprint	Greenberg Traurig currently represents, has represented in the past and will likely represent in the future Sprint Nextel Corporation and certain of its affiliates in matters unrelated to the Debtors or the Cases.
Sterling National Bank	In the past Greenberg Traurig represented Sterling National Bank in matters unrelated to the Debtors or the Cases

Systemax Inc	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future Systemax Inc. in matters unrelated to the Debtors or the Cases.
U.S. Bank	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future, U.S. Bank National Association and certain of its affiliates in matters unrelated to the Debtors or the Cases.
Unity Bank	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future, Unity Bank in matters unrelated to the Debtors or the Cases.
Verizon	Greenberg Traurig currently represents, has represented in the past, and will likely represent in the future, Verizon Communications, Inc. and certain of its affiliates in matters unrelated to the Debtors or the Cases.

<u>Exhibit "B"</u>

2016 Statement

GREENBERG TRAURIG, LLP
Allen G. Kadish
Burke A. Dunphy
200 Park Avenue
New York, New York 10166
Telephone: (212) 801-9200
Fascimile: (212) 801-6400
Proposed Attorneys for Mount Vernon
Monetary Management Corp., *et al*., Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
MOUNT VERNON MONETARY MANAGEMENT CORP., *et al.*,	:	Case No. 10-________ ( )
	:	Joint Administration Pending
Debtors.	:	

STATEMENT UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 2016 AND SECTION 329 OF THE BANKRUPTCY CODE

Allen G. Kadish, a shareholder of Greenberg Traurig, LLP, hereby states:

1. Greenberg Traurig, LLP ("**Greenberg Traurig**"), pursuant to Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") and Section 329 of Title 11 of the United States Bankruptcy Code (the "**Bankruptcy Code**"), is proposed counsel for Mount Vernon Monetary Management Corp., and its affiliates, as debtors and debtors in possession (collectively, the "**Debtors**").[1]

2. Compensation agreed to be paid by the Debtors to Greenberg Traurig is to be for legal services rendered in contemplation of and in connection with these cases. The

[1] The Debtors are: 1540 Roosevelt Avenue, LLC; 185 LLC; 415 Huguenot LLC; 44 N. Saw Mill, LLC; American Armored Car, Ltd.; Annex Corp.; Armored Money Services, LLC; ATM Management, LLC; Barron ATM Corp.; Crystal Public Communications, Inc.; District Central Station Alarm Corp.; District Central Alarm Service Corp.; District Security Services, LLC; EZ-KI Realty Corp; EZ-RI Realty Corp.; GNC Payroll Plus, Inc.; GT Public Services, Inc. (f/k/a Public Access Networks Services Inc.); Manhattan Money Branch.com, Inc.; Michelle Corp.; MKey, LLC; Money Kiosk Corp.; Montgomery Check Cashing Corp.; Mount Vernon Monetary Management Corp.; Mount Vernon Money Center Corp. (a/k/a/ MVMC Corp.); M.V.M.C. Service Station, Inc.; MVMC Holding Corp.; MVMC Service, Inc.; MVMM Corp.; NowCash, Ltd.; Quick Cash, LLC; Time Square Payment Center, Inc.; Vet's ATM Corp.; and Zipes Equities, Ltd.

Debtors have agreed to pay Greenberg Traurig for the legal services rendered or to be rendered by its various attorneys and paralegals in connection with these cases on the Debtors' behalf. The Debtors have also agreed to reimburse Greenberg Traurig for its actual and necessary expenses incurred in connection with these cases.

3. Greenberg Traurig will seek approval of payment of compensation upon Greenberg Traurig's filing of appropriate applications for allowance of interim or final compensation pursuant to Sections 330 and 331 of the Bankruptcy Code.

4. The services to be rendered include all of those services set forth in the application filed by the Debtors requesting the retention and employment of Greenberg Traurig as counsel for the Debtors in these cases.

5. Greenberg Traurig further has not shared, nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, counsel, and associates of Greenberg Traurig, or (b) any compensation another person or party has received or may receive.

Dated: New York, New York
May 27, 2010

/s/ Allen G. Kadish
ALLEN G. KADISH

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	Chapter 11
MOUNT VERNON MONETARY MANAGEMENT CORP., *et al.*,	Case No. 10-________ ( )
	Joint Administration Pending
Debtors.	

ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF GREENBERG TRAURIG, LLP AS COUNSEL TO THE DEBTORS

Upon the application (the "**Application**")[1] of Mount Vernon Monetary Management Corp. ("**MVMMC**"), and certain of its affiliates, as debtors and debtors in possession (collectively, the "**Debtors**"),[2] seeking entry of an order pursuant to Sections 327(a) and 328(a) of Title 11 of the United States Code (the "**Bankruptcy Code**"), Rules 2014(a), 2016(b) and 5002 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the "**Local Rules**"), authorizing the employment and retention of Greenberg Traurig, LLP ("**Greenberg Traurig**") as counsel to the Debtors effective as of the petition date, all as described more fully in the Application; and upon the Declaration of Allen G. Kadish, Esq., a shareholder of Greenberg Traurig (the "**Kadish**

[1] Capitalized terms not defined herein shall have the meanings ascribed to them in the Application.

[2] The Debtors are: 1540 Roosevelt Avenue, LLC; 185 LLC; 415 Huguenot LLC; 44 N. Saw Mill, LLC; American Armored Car, Ltd.; Annex Corp.; Armored Money Services, LLC; ATM Management, LLC; Barron ATM Corp.; Crystal Public Communications, Inc.; District Central Station Alarm Corp.; District Central Alarm Service Corp.; District Security Services, LLC; EZ-KI Realty Corp; EZ-RI Realty Corp.; GNC Payroll Plus, Inc.; GT Public Services, Inc. (f/k/a Public Access Networks Services Inc.); Manhattan Money Branch.com, Inc.; Michelle Corp.; MKey, LLC; Money Kiosk Corp.; Montgomery Check Cashing Corp.; Mount Vernon Monetary Management Corp.; Mount Vernon Money Center Corp. (a/k/a/ MVMC Corp.); M.V.M.C. Service Station, Inc.; MVMC Holding Corp.; MVMC Service, Inc.; MVMM Corp.; NowCash, Ltd.; Quick Cash, LLC; Time Square Payment Center, Inc.; Vet's ATM Corp.; and Zipes Equities, Ltd.

Declaration"), annexed to the Application as Exhibit A; and the Court being satisfied, based on the representations made in the Application and the Kadish Declaration, that Greenberg Traurig does not represent or hold any interest adverse to the Debtors or their estates and is disinterested under Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b) of the Bankruptcy Code, and to the extent that a conflict may arise with respect to a specific issue, such matter shall be handled by another law firm to be retained as special conflicts counsel and approved by the Court; and it appearing that the Court has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is core pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue is proper in this district pursuant to 28 U.S.C. § 1408; and the Court having determined that the relief sought in the Application is in the best interests of the Debtors, their estates and all parties in interest; and upon the *Declaration of Allen D. Applbaum in Support of the Debtors' Chapter 11 Petitions and Requests for First Day Relief*; and all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that the Application is granted; and it is further

ORDERED, that the Debtors are authorized, pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Rules 2014(a), 2016 and 5002, and Local Rules 2014-1 and 2016-1, to retain and employ Greenberg Traurig as counsel, under a general retainer, to the Debtors in the above-captioned cases in accordance with Greenberg Traurig's normal rates and disbursement policies, and upon the other terms and conditions as set forth in the Application, effective as of the Petition Date; and it is further

ORDERED, that Greenberg Traurig shall be compensated in accordance with the procedures set forth in the Application, Sections 330 and 331 of the Bankruptcy Code, the

Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Procedure, and Orders of this Court; and it is further

ORDERED, that the terms of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, that Bankruptcy Rule 6003 has been satisfied; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: White Plains, New York
_______________, 2010

____
UNITED STATES BANKRUPTCY JUDGE